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May 19, 2009

RECORDATION NO. 27940 FILED

MAY 19 '09 -12 04 PM

SURFACE TRANSPORTATION BOARD

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railroad Equipment Lease, a primary document, dated as of May 18, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Railroad Equipment Lease are:

Lessor:

Banc of America Leasing & Capital, LLC
One Financial Plaza, 5th Floor
Providence, RI 02903

Lessee:

Consumers Energy Company
One Energy Plaza
Jackson, MI 49201

A description of the equipment covered by the Memorandum of Railroad Equipment Lease consists of 611 Aluminum BethGon Coalporter cars numbered CPOX 10001-10611, inclusive.

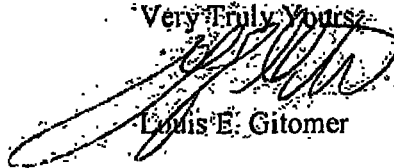
Honorable Anne K. Quinlan
May 19, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Railroad Equipment Lease between Banc of America Leasing & Capital, LLC, One Financial Plaza, 5th Floor, Providence, RI 02903, and Consumers Energy Company, One Energy Plaza, Jackson, MI 49201, covering 611 Aluminum BethGon Coalporter cars numbered CPOX 10001-10611, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is stylized with a large, sweeping initial "L".

Enclosure

MAY 19 '09 -12 04 PM

MEMORANDUM OF RAILROAD EQUIPMENT LEASESURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE is dated as of May 18, 2009 between BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, with an office at One Financial Plaza, 5th Floor, Providence, Rhode Island 02903 ("Lessor"), and CONSUMERS ENERGY COMPANY, a Michigan corporation, with an office at One Energy Plaza, Jackson, Michigan 49201 ("Lessee").

WITNESSETH:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railroad cars (the "Units") as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Railroad Equipment Lease dated May 18, 2009 between Lessor and Lessee (the "Lease").
2. Lessor and Lessee wish to show for the public record the existence of the Lease, and the respective interests of Lessor and Lessee set forth therein with respect to the Units.
3. This Memorandum has been entered into for the purpose of satisfying the requirements for recordation with the Surface Transportation Board of the United States of America.

NOW, THEREFORE, by this instrument Lessor and Lessee confirm the lease of the Units by Lessor to Lessee in accordance with the terms and conditions of the Lease.

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05/18/2009

12:52

BANK OF AMERICA → 916173102707

NO. 992 0001

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their representatives thereunto duly authorized, as of the date first hereinabove written.

BANK OF AMERICA LEASING & CAPITAL, LLC

CONSUMERS ENERGY COMPANY

By: Patricia Smith-Diau
Name: Patricia Smith-Diau
Title: Vice President

By: _____
Name: _____
Title: _____

STATE OF RI } ss:
COUNTY OF Providence

The foregoing instrument was acknowledged before me, this 16th day of May, 2009, by Patricia Smith, DSA, Vice President of Banc of America Leasing & Capital, LLC, a Delaware limited liability company, on behalf of the limited liability company.

Deanne C. Simpson
Notary Public, ✓ County Providence
Acting in RI County Providence
My Commission Expires 03/25/2010



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their representatives thereunto duly authorized, as of the date first hereinabove written

BANC OF AMERICA LEASING & CAPITAL, LLC

CONSUMERS ENERGY COMPANY

By: _____
Name: _____
Title: _____

By: William E. Gault
Name: William E. Gault
Title: SR Vice Pres

DLG

STATE OF MICHIGAN

COUNTY OF JACKSON

The foregoing instrument was acknowledged before me this 17th day of May, 2009, by William E. Gault, Sr. Vice President of Consumers Energy Company, a Michigan corporation, on behalf of the corporation.

Denise J. Lehrke
Notary Public, Jackson County, Michigan
Acting in Jackson County, Michigan
My Commission Expires June 6, 2014

EXHIBIT A

UNITS

Six Hundred Eleven (611) Aluminium BethGon Coalporter railroad cars, manufactured by Freightcar America, Inc., bearing reporting marks CPOX 10001 through 10611, inclusive.